

Natalie E. Tennant  
Secretary of State  
1900 Kanawha Blvd E.  
Bldg 1, Suite 157-K  
Charleston, WV 25305



Penney Barker, Manager  
Corporations Division  
Tel: (304)558-8000  
Fax: (304)558-8381  
Website: [www.wvsos.com](http://www.wvsos.com)  
E-mail: [business@wvsos.com](mailto:business@wvsos.com)

**FILE ONE ORIGINAL**

(Two if you want a filed  
stamped copy returned to you)  
FEE: \$25.00

**WEST VIRGINIA  
ARTICLES OF CORRECTION  
FOR LIMITED LIABILITY COMPANY**

Office Hrs: Monday - Friday  
8:30 a.m. - 5:00 p.m. ET

\*\*\*\* In accordance with WV Code §31B-2-207, the undersigned organization adopts the following \*\*\*\*  
Articles of Correction:

1. The name of the organization is: Etowah River Terminal, LLC
2. Date of filing Articles of Organization  
or Certificate of Authority with the WV  
Secretary of State: 11/15/2011
3. Specify and describe the incorrect statement and reason it is incorrect:  
The Articles of Organization originally filed do not include the necessary provision  
with respect to the company's conversion from a general partnership to a limited  
liability company. Additionally, the company is intended to have a perpetual existence.

Correct and specify how the statement should read:  
Please see attached Corrected Articles of Organization.

**FILED**

DEC 05 2013

IN THE OFFICE OF  
SECRETARY OF STATE

4. Contact name and phone number to reach in case of a problem with filing: (Optional, however,  
listing one may help to avoid a return or rejection of filing if there is a problem with the document.)

Dennis P. Farrell

(304) 345-0967

Contact Name

Phone Number

Business e-mail address, if any: dpfarrell@freedom-industries.com

5. Signature of person executing document \*(See below Important Legal Notice Regarding Signature):

Signature: Dennis P. Farrell

Title: Manager

**\*Important Legal Notice Regarding Signature:** Per West Virginia Code §31B-2-209, Liability for false statement in filed record. If a record authorized or required to be filed under this chapter contains a false statement, one who suffers loss by reliance on the statement may recover damages for the loss from a person who signed the record or caused another to sign it on the person's behalf and knew the statement to be false at the time the record was signed.

**CORRECTED  
ARTICLES OF ORGANIZATION  
OF  
ETOWAH RIVER TERMINAL, LLC**

Pursuant to the provisions of Sections 31B-2-207 and 31B-9-902 of the West Virginia Code, as amended, the undersigned limited liability company hereby corrects its Articles of Organization, which were filed with the Office of the Secretary of State of West Virginia on November 15, 2011.

1. Etowah River Terminal, a West Virginia general partnership, is hereby converted to a West Virginia limited liability company. All of the partners of Etowah River Terminal voted in favor of the conversion, and no votes were cast against the conversion.

2. The name of the limited liability company shall be:

Etowah River Terminal, LLC.

3. The address of the initial designated office in this State of the limited liability company shall be:

Etowah River Terminal, LLC  
1015 Barlow Drive  
Charleston, West Virginia 25301

4. The mailing address of the principal office will be:

Etowah River Terminal, LLC  
1015 Barlow Drive  
Charleston, West Virginia 25301

5. The name and address of the initial registered agent for service of process in this State of the limited liability company shall be:

Dennis P. Farrell  
c/o Etowah River Terminal, LLC  
1015 Barlow Drive  
Charleston, West Virginia 25301

6. The name and address of the organizer are:

Dennis P. Farrell  
1015 Barlow Drive  
Charleston, West Virginia 25301

7. The limited liability company will have a perpetual existence.

8. The limited liability company will be a manager-managed company. The name and address of the initial manager having authority to execute instruments on behalf of the company are:

Dennis P. Farrell  
1015 Barlow Drive  
Charleston, West Virginia 25301

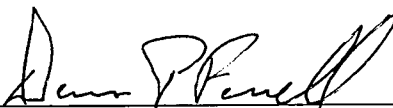
9. One or more of the members will not be liable for the debts and obligations of the limited liability company under West Virginia Code § 31B-3-303(c).

10. The general purpose of this limited liability company is to act as owner of a river terminal facility and additionally to operate any lawful business for a limited liability company organized under the laws of the State of West Virginia, whether expressly or impliedly permitted by statute or otherwise.

11. Any operating agreement of the members of the limited liability company shall be in writing and no oral operating agreement shall be valid.

12. Informational notices and reminders of annual filings may be sent to the following e-mail address: dpfarrell@freedom-industries.com.

IN WITNESS WHEREOF, the undersigned Member has executed these Corrected Articles of Organization this 5<sup>TH</sup> day of December, 2013, which satisfies the provisions of W. Va. Code §§ 31B-2-207 and 31B-9-902, and which Corrected Articles of Organization are effective retroactive to November 15, 2011.

  
\_\_\_\_\_  
Dennis P. Farrell, Organizer

Prepared by: Daniel J. Cohn, Esq.  
Bowles Rice LLP  
600 Quarrier Street  
Charleston, West Virginia 25301  
(304) 347-1100

**AGREEMENT OF CONVERSION  
OF  
ETOWAH RIVER TERMINAL,  
A WEST VIRGINIA GENERAL PARTNERSHIP**

THIS AGREEMENT OF CONVERSION (this "**Agreement**") is made and entered into as of November 15, 2011, by and among all of the partners of **ETOWAH RIVER TERMINAL**, a West Virginia general partnership, pursuant to the provisions of the West Virginia Uniform Limited Liability Company Act, on the following terms and conditions:

**W I T N E S S E T H:**

WHEREAS, Etowah River Terminal was initially formed on September 27, 2001, as a West Virginia limited liability company; and

WHEREAS, on August 3, 2005, Etowah River Terminal was administratively dissolved by the West Virginia Secretary of State, causing Etowah River Terminal thence to operate as a general partnership; and

WHEREAS, the partners in Etowah River Terminal (the "**Partnership**") have decided for business reasons to convert the Partnership into a limited liability company to be organized under the West Virginia Uniform Limited Liability Company Act;

NOW, THEREFORE, the parties hereto agree as follows:

(1) The name of the limited liability company will be Etowah River Terminal, LLC (the "**LLC**").


(2) In exchange for their partnership interests in the Partnership, each partner will receive an identical percentage interest in the LLC.

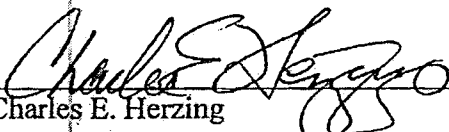
(3) Pursuant to Section 31B-9-902 of the West Virginia Code, the conversion of the Partnership to the LLC has been approved by all of the partners, as evidenced by their signatures hereto.


(4) The relations of the members of the LLC to each other and to the LLC will be governed by the operating agreement of the LLC upon and after the effective date of the conversion, a true and correct copy of which is attached hereto.

[Signature page follows this page.]

IN WITNESS WHEREOF, the parties have signed this Agreement as of the date first written above.

  
Dennis P. Farrell

  
Charles E. Herzing

  
William E. Tis

**ETOWAH RIVER TERMINAL  
GENERAL PARTNERSHIP  
STATEMENT OF PARTNERSHIP AUTHORITY**

Pursuant to W. Va. Code § 47B-3-3, the undersigned hereby file this Statement of Partnership Authority.

1. The name of the partnership is Etowah River Terminal. Etowah River Terminal was created on August 3, 2005, by operation of law when Etowah River Terminal, LLC, a West Virginia limited liability company, was administratively dissolved by the West Virginia Secretary of State.

2. The street address of its chief executive office in the State of West Virginia is: 1015 Barlow Drive, Charleston, West Virginia 25301.

3. The names and mailing addresses of all of the partners of the partnership are:

Dennis P. Farrell  
1015 Barlow Drive  
Charleston, West Virginia 25301

Charles E. Herzing  
1015 Barlow Drive  
Charleston, West Virginia 25301

William E. Tis  
1015 Barlow Drive  
Charleston, West Virginia 25301

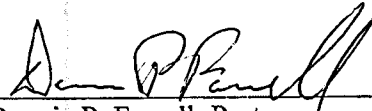
4. The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership are:

Dennis P. Farrell  
1015 Barlow Drive  
Charleston, West Virginia 25301

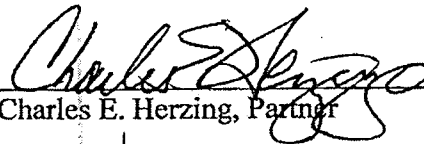
Charles E. Herzing  
1015 Barlow Drive  
Charleston, West Virginia 25301

William E. Tis  
1015 Barlow Drive  
Charleston, West Virginia 25301

IN WITNESS WHEREOF, the undersigned have executed this Statement of Partnership Authority effective as of the creation of the Partnership by operation of law on August 3, 2005.



Dennis P. Farrell, Partner



Charles E. Herzing, Partner



William E. Tis, Partner

101 South Queen Street  
Martinsburg, West Virginia 25401

7000 Hampton Center  
Morgantown, West Virginia 26505

511 7th Street  
Moundsville, West Virginia 26041

501 Avery Street  
Parkersburg, West Virginia 26101



600 Quarrier Street  
Charleston, West Virginia 25301

Post Office Box 1386  
Charleston, West Virginia 25325-1386  
(304) 347-1100

www.bowlesrice.com

6000 Town Center Boulevard, Suite 210  
Canonsburg, Pennsylvania 15317

333 West Vine Street, Suite 1700  
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130  
Winchester, Virginia 22601

December 5, 2013

Daniel J. Cohn  
Telephone — (304) 347-2101  
Facsimile — (304) 343-3058

E-Mail Address:  
dcohn@bowlesrice.com

West Virginia Secretary of State  
Attn: Missy  
Building 1, Suite 157-K  
1900 Kanawha Boulevard East  
Charleston, West Virginia 25305-0770

**VIA HAND DELIVERY**

Re: Conversion Documents and Certified Documents for Etowah River Terminal,  
LLC

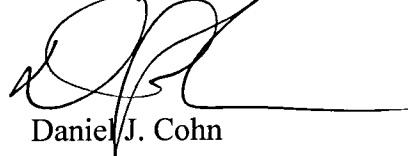
Dear Missy:

As we discussed, please find enclosed several documents associated with the conversion of Etowah River Terminal, a West Virginia general partnership, into Etowah River Terminal, LLC, a West Virginia limited liability company.

Once these conversion documents are of record, I would appreciate it if you could also issue and deliver to the courier to return to me a certificate of existence for the LLC and certified copies of the articles of organization for the LLC.

Please feel free to call me if you have any questions. Thank you, as always, for your help!

Sincerely,



Daniel J. Cohn

Enclosures